

RECORDATION NO. 22581-2 FILED

AUG 04 '03

1-18 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2<sup>nd</sup> DAY AIR

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



July 30, 2003

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 27, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.  
5300 Broken Sound Blvd., N.W.  
Boca Raton, FL 33487

A description of the railroad equipment covered by the enclosed document is forty-five (45) 2743 cubic foot capacity gondola cars, with NOKL marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Romo  
Manager of Documentation

Enclosures

(CSCD049)

RECORDATION NO. 22581-Z FILED

ASSGN. NO. CSCD049

AUG 04 '03

1-18 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27<sup>th</sup> day of June, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 47 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 12, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR  
Vice President Sales & Marketing

By: Amy Romo

Name: AMY ROMO

Title: \_\_\_\_\_

Title: Manager of Documentation Executed on this 27<sup>th</sup> day of June, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

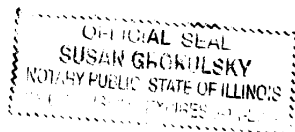
I, SUSAN GORKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27<sup>th</sup> day of June, 2003.

Susan Gorkulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



**LESSEE:**

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Frange

Name: Sandra K. Frange

Title: VP- Contracts

ATTEST:

By: David McClaud

Name: David McClaud

Title: Manager- Fleet

Executed on this 11th day of June, 2003.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Palm Beach

I, Dorothy Singer, a Notary Public of the County and State aforesaid, certify that Sandra K. Frange personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of June, 2003.

Dorothy Singer  
Notary Public

Commission Expires:

7-16-05  
(Notary Public)



Dorothy Singer  
Commission # DD 031124  
Expires July 16, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-five (45)

DESCRIPTION OF CARS: 2743 cubic foot capacity gondola cars, with total weight on rail 286,000 lbs. (Car type E534).

CAR NUMBERS: See below:

NOKL 320602	NOKL 320651
NOKL 320605	NOKL 320653
NOKL 320606	NOKL 320655
NOKL 320609	NOKL 320656
NOKL 320610	NOKL 320658
NOKL 320611	NOKL 320659
NOKL 320612	NOKL 320664
NOKL 320613	NOKL 320667
NOKL 320616	NOKL 320672
NOKL 320619	NOKL 320674
NOKL 320623	NOKL 320679
NOKL 320624	NOKL 320683
NOKL 320626	NOKL 320684
NOKL 320627	NOKL 320685
NOKL 320630	NOKL 320688
NOKL 320632	NOKL 320690
NOKL 320633	NOKL 320691
NOKL 320635	NOKL 320692
NOKL 320636	NOKL 320693
NOKL 320639	NOKL 320695
NOKL 320642	NOKL 320696
NOKL 320643	NOKL 320697
NOKL 320646	Count: 45